

MEMORANDUM The Motion to Dismiss is granted, in  
acquiescence of Petrohawk's common stock conversion of the  
NOTE was ~~not~~ approved by Petrohawk's board of directors and  
the acquisition was made by an officer and director and is therefore  
exempt from § 16(b) by Rule 145-3(d).  
So ordered. Submit formal order  
on notice. Segen v. CDR-COOK, 2006 WL 59110.  
3/31/06

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

ANDREW E. ROTH derivatively on behalf of  
PETROHAWK ENERGY CORPORATION,

Plaintiff,

- v. -

PHAWK, LLC, ENCAP ENERGY CAPITAL FUND IV,  
L.P., ENCAP ENERGY CAPITAL FUND IV-B, L.P.,  
ENCAP IV-B ACQUISITIONS, L.P., ENCAP IV-B  
ACQUISITIONS GP, LLC, ENCAP INVESTMENTS  
L.P., ENCAP INVESTMENTS GP, L.L.C., RNBD GP  
LLC, DAVID B. MILLER, D. MARTIN PHILLIPS,  
GARY R. PETERSEN, ROBERT L. ZORICH,  
FCW, LLC FLOYD C. WILSON, DANIEL A. RIOUX,  
TUCKER S. BRIDWELL, JAMES L. IRISH, III, and  
PETROHAWK ENERGY CORPORATION

Defendants.

05 Civ. 9247 (RO)

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**DEFENDANTS' NOTICE OF MOTION TO DISMISS OR, IN  
THE ALTERNATIVE, FOR SUMMARY JUDGMENT**

PLEASE TAKE NOTICE THAT, upon the accompanying memorandum of law;

Local Rule 56.1 Statement of Undisputed Material Facts; Declaration of R. Brian Black, dated  
January 20, 2006, and the exhibits annexed thereto; and the pleadings filed in this action,  
Defendants PHAWK, LLC, EnCap Energy Capital Fund IV, L.P., EnCap Energy Capital Fund  
IV-B, L.P., EnCap IV-B Acquisitions, L.P., EnCap IV-B Acquisitions GP, LLC, EnCap Equity  
Fund IV GP, L.P., EnCap Investments L.P., EnCap Investments GP, L.L.C., RNDB GP LLC,  
David B. Miller, D. Martin Phillips, Gary R. Petersen, Robert L. Zorich, FCW, LLC, Floyd C.  
Wilson, Daniel A. Rioux, Tucker S. Bridwell, James L. Irish, III, and Petrohawk Energy  
Corporation, by their undersigned attorneys, will move this Court, before the Hon. Richard  
Owen, U.S. District Judge, United States Courthouse, 500 Pearl Street, New York, New York, on